

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

IN RE:

W.R. Grace & Co., *et al.*,

Debtors.

Chapter 11

Case No. 01-01139 (JKF)

Jointly Administered

**VERIFIED STATEMENT OF  
PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP  
PURSUANT TO BANKRUPTCY RULE 2019**

Paul, Weiss, Rifkind, Wharton & Garrison LLP ("Paul Weiss") represents the creditors and parties in interest identified below. Pursuant to Federal Rule of Bankruptcy Procedure 2019, Paul Weiss makes the following representations:

1. Paul Weiss represents the following parties in interest in their capacities as members of an informal group of holders of the claims (or as managers or advisors to such holders) described below (collectively, the "Bank Debt Holders"):

Anchorage Advisors, LLC  
610 Broadway, 6th Floor  
New York, NY 10012

Avenue Capital Group  
535 Madison Avenue, 14th Floor  
New York, NY 10022

Bass Companies  
Wells Fargo Tower  
Suite 3200  
201 Main Street  
Fort Worth Texas 76102

Caspian Capital Advisors, LLC  
500 Mamaroneck Avenue  
Harrison, NY 10528

Catalyst Investment Management Co., LLC  
767 Third Avenue, 32nd Floor  
New York, NY 10017

Citigroup Special Situations  
390 Greenwich Street, 7th Floor  
New York, NY 10013

Intermarket Corp.  
660 Madison Avenue, 22nd Floor  
New York, NY 10065

JD Capital Management, LLC  
Two Greenwich Plaza, 2nd Floor  
Greenwich, CT 06830

JP Morgan Chase, N.A. Credit Trading  
Group  
270 Park Avenue, 8th Floor  
New York, NY 10017

Lehman Brothers, Inc.  
Distressed and Special Situations  
745 7th Avenue, Fourth Floor  
New York, NY 10019

Loeb Partners Corporation  
61 Broadway, Suite 2400  
New York, NY 10006

MSD Capital, L.P.  
645 Fifth Avenue, 21st Floor  
New York, NY 10022

Babson Capital Management, Inc.  
680 Fifth Avenue, 26th Floor  
New York, NY 10019

Normandy Hill Capital, L.P.  
150 East 52nd Street, 10th Floor  
New York, NY 10022

Ore Hill Partners, LLC  
650 Fifth Avenue, 9th Floor  
New York, NY 10019

P. Schoenfeld Asset Management, LLC  
1350 Avenue of the Americas, 21st Floor  
New York, NY 10019

Restoration Capital Management, LLC  
909 Third Avenue, 30th Floor  
New York, NY 10022

2. The nature of the claims held by the Bank Debt Holders against W.R. Grace & Co. (the “Company”) and certain of its subsidiaries and affiliates (together with the Company, the “Debtors”) includes, but is not limited to, claims for principal, interest and expenses on the loans and advances under the Debtors’ Pre-Petition Bank Credit Facilities.<sup>1</sup> The Bank Debt Holders collectively hold approximately \$379.8 million of \$500 million in outstanding principal, or 75.96 percent, of the loans and advances made under the Pre-Petition Bank Credit Facilities.

3. The Bank Debt Holders have retained Paul Weiss to represent their respective interests in connection with the above-captioned cases.

4. Upon information and belief formed after due inquiry, Paul Weiss do not hold any claims against or equity interests in the Debtors.

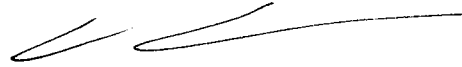
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<sup>1</sup> The Pre-Petition Bank Credit Facilities include (i) that certain Credit Agreement, dated May 14, 1998, among the Company, W.R. Grace & Co.-Conn, The Chase Manhattan Bank, as Administrative Agent, Chase Securities Inc., as arranger, and certain Banks party thereto (the “1998 Credit Agreement”), and (ii) that certain 364-Day Credit Agreement, dated May 5, 1999, among the Company, W.R. Grace & Co.-Conn, Bank of America National Trust Savings Assoc., as documentation agent, The Chase Manhattan Bank, as administrative agent, Chase Securities Inc., as book manager, and certain Banks party thereto (as amended, the “1999 Credit Agreement”).

I verify under penalty of perjury that the foregoing statements are true and correct to the best of my knowledge, information and belief.

Dated: June 23, 2008  
Wilmington, Delaware

**PAUL, WEISS, RIFKIND, WHARTON  
& GARRISON LLP**



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*Counsel for the Bank Debt Holders*